

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

Kathy R. Neal, being duly sworn, deposes and says:

1. I am a principal of Eldridge Cooper Steichen & Leach, PLLC ("ECSL") which firm maintains offices at 110 W. 7th St., Ste 200, Tulsa, Oklahoma 74119.

2. Neither I, ECSL, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. ECSL has represented and advised the Debtors in Oklahoma with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and ECSL has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the Bankruptcy Code), with respect to such matters. Additionally, the Debtors have requested, and ECSL proposes, to render the following specific services to the Debtors:

a) legal representation in McKee v. ASEC Manufacturing, Case No. CJ-2004-7571, Rogers County District Court, State of Oklahoma.

5. ECSL's current fees arrangement is \$200.00 per hour plus actual expenses incurred, billed monthly.

6. Except as set forth herein, no promises have been received by ECSL or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. ECSL has no agreement with any entity to share with such entity any compensation received by it.

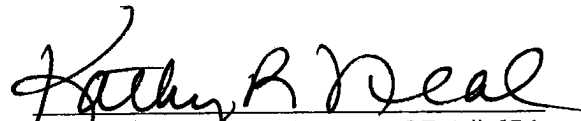
8. ECSL and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. ECSL does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, ECSL, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which ECSL is to be engaged.

10. The foregoing constitutes the statement of ECSL pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

By



KATHY R. NEAL, Partner, OBA# 674
ELDRIDGE COOPER

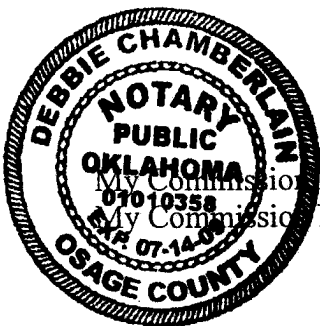
STEICHEN & LEACH P.L.L.C.

P.O. Box 3566

Tulsa, Oklahoma 74101-3566

(918) 388-5555 FAX (918) 388-5654

Subscribed and sworn before me this 3rd day of January, 2006.



Notary Public

My Commission Expires: July 14, 2009
My Commission Number: 01010358

CERTIFICATE OF SERVICE

I certify that on the 3rd day of January, 2006, a true and correct copy of the above and foregoing Affidavit of Legal Ordinary Course Professional was mailed by U.S. Mail, with proper postage fully prepaid thereon, to:

Delphi Corporation
Attn: General Counsel
5725 Delphi Dr
Troy, Michigan 48098

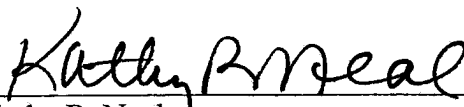
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Attorneys for agent under Debtors' postpetition credit facility


Kathy R. Neal ✓